

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MINING PROJECT WIND DOWN HOLDINGS, INC.
(f/k/a Compute North Holdings, Inc.), *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 22-90273 (MI)
)

) (Jointly Administered)

) **Re: Docket No. 530 & 531**

**CERTIFICATION OF COUNSEL
REGARDING STIPULATION AND AGREED ORDER
BY AND AMONG THE DEBTORS, NEBRASKA PUBLIC POWER
DISTRICT, SOUTHERN PUBLIC POWER DISTRICT, FOUNDRY DIGITAL LLC
AND MINDEN MINING LLC IN FURTHERANCE OF THE FOUNDRY SALE ORDER**

Pursuant to paragraph 45 of the *Procedures for Complex Cases in the Southern District of Texas*, effective August 1, 2021, the undersigned hereby certifies (this “Certification of Counsel”) as follows:

1. On November 19, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Notice of Successful Bidder for Certain Assets* [Docket

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.) (4534); Mining Project Wind Down LLC (f/k/a Compute North LLC) (7185); Mining Project Wind Down Corpus Christi LLC (f/k/a CN Corpus Christi LLC) (5551); Mining Project Wind Down Atoka LLC (f/k/a CN Atoka LLC) (4384); Mining Project Wind Down BS LLC (f/k/a CN Big Spring LLC) (4397); Mining Project Wind Down Colorado Bend LLC (f/k/a CN Colorado Bend LLC) (4610); Mining Project Wind Down Developments LLC (f/k/a CN Developments LLC) (2570); Mining Project Wind Down Equipment LLC (f/k/a CN Equipment LLC) (6885); Mining Project Wind Down King Mountain LLC (f/k/a CN King Mountain LLC) (7190); Mining Project Wind Down MDN LLC (f/k/a CN Minden LLC) (3722); Mining Project Wind Down Mining LLC (f/k/a CN Mining LLC) (5223); Mining Project Wind Down Pledgor LLC (f/k/a CN Pledgor LLC) (9871); Mining Project Wind Down Member LLC (f/k/a Compute North Member LLC) (8639); Mining Project Wind Down NC08 LLC (f/k/a Compute North NC08 LLC) (8069); Mining Project Wind Down NY09 LLC (f/k/a Compute North NY09 LLC) (5453); Mining Project Wind Down STHDAK LLC (f/k/a Compute North SD, LLC) (1501); Mining Project Wind Down Texas LLC (f/k/a Compute North Texas LLC) (1883); Mining Project Wind Down TX06 LLC (f/k/a Compute North TX06 LLC) (5921); and Mining Project Wind Down TX10 LLC (f/k/a Compute North TX10 LLC) (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 300 North LaSalle, Suite 1420, Chicago, Illinois 60654.

No. 511] (the “Notice”) pursuant to the Bidding Procedures Order² declaring Foundry Digital LLC (“Purchaser”) as the Successful Bidder for the Purchased Assets in accordance with the Asset Purchase Agreement attached to the Notice (as amended, modified or supplemented, the “Purchase Agreement”).³

2. In accordance with the Bidding Procedures Order, Nebraska Public Power District (“NPPD”) filed the following objections to the sale process: (i) *Nebraska Public Power District’s Objection to the Debtors’ Assumption and Assignment of Contracts and Cure Amount in Connection with Proposed Sale* [Docket No. 369]; (ii) *Nebraska Public Power District’s Amended Objection to the Debtors’ Assumption and Assignment of Contracts and Cure Amount in Connection with Proposed Sale* [Docket No. 502]; and (iii) *Nebraska Public Power District’s Objection to Adequate Assurance of Future Performance by the Successful Bidder* [Docket No. 516] (collectively, the “NPPD Objections”).

3. On November 22, 2022, the Court conducted a hearing on the approval of the sale of the Purchased Assets to the Purchaser and related relief (the “Sale Hearing”) and entered the *Order (I) Approving the Sale of the Purchased Assets Free and Clear of All Claims, Liens, Interests and Encumbrances; (II) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 531] (the “Sale Order”), which, among other things, approved the Purchase Agreement and the transactions contemplated therein, including the sale of the Minden Purchased Assets to the Purchaser or a

² *Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors’ Remaining Assets Free and Clear of all Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* [Docket No. 256].

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Notice or the Purchase Agreement, as applicable.

Purchaser Designee in accordance with the terms of the Purchase Agreement. Pursuant to the Purchase Agreement, the Purchaser has the option to purchase the Minden Purchased Assets until March 31, 2023 or, if later, the effective date of the Debtors' chapter 11 plan.

4. At the Sale Hearing, the Debtors, the Purchaser and NPPD announced on the record that they had reached an agreement in principle, subject to the parties' reservation of rights, to be memorialized in subsequent documentation, regarding the assumption and assignment of the EDR agreement and Construction Agreement (as defined in the *Stipulation and Agreed Order by and among the Debtors, Nebraska Public Power District, Southern Public Power District, Foundry Digital LLC and Minden Mining LLC*) attached hereto as **Exhibit A** (the "Stipulation and Agreed Order") that would resolve the NPPD Objections. The documentation reflecting the agreement among the parties announced at the Sale Hearing is memorialized in the Stipulation and Agreed Order, which is a product of extensive and arms-length negotiations among the parties and fully and finally resolves all of the NPPD Objections. As reflected in the Stipulation and Agreed Order, NPPD consents to the closing of the sale of the Minden Purchased Assets⁴ and the assumption and assignment of the Minden Agreements (as defined in the Stipulation and Agreed Order).

5. Any and all objections (and any and all joinders thereto) have been resolved by the Stipulation and Agreed Order. The Debtors have also provided a copy of the Stipulation and Agreed Order to counsel to the Official Committee of Unsecured Creditors and they have informed the Debtors that they support submission of the Stipulation and Agreed Order for entry by the Court pursuant to this Certification of Counsel. Accordingly, consistent with the statements made at the Sale Hearing, the Debtors are submitting the Stipulation and Agreed Order under this

⁴ For the avoidance of doubt, and notwithstanding the minute entry at Docket No. 530, as the record of the Sale Hearing reflects, NPPD's consent is not required for the closing of the sale of the Minden Purchased Assets. Nonetheless, NPPD has consented to such sale as reflected herein and in the Stipulation and Agreed Order.

Certification of Counsel, and respectfully request that the Court approve and enter the Stipulation and Agreed Order at the Court's earliest convenience without further notice or a hearing.

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Dated: March 16, 2023
Houston, Texas

/s/ James T. Grogan

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